FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAI

OMB Number: 3235-0076 Expires: August 31, 1998 Estimated average burden hours per response . . . 16.00

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						
	L					

Name of Offering (☐ check if this is an amendment and name has changed, a MATTERHORN OFFSHORE FUND LIMITED	nd indicate change.)
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule	e 506 Section 4(6) ULOE
A. BASIC IDENTIFICATION	ON DATA
1. Enter the information requested about the issuer	< MAK T * COCA >
Name of Issuer (☐ check if this is an amendment and name has changed, and MATTERHORN OFFSHORE FUND LIMITED	
Address of Executive Offices (Number and Street, City, State, Zipc/o Citco B.V.I. Limited, P.O. Box 662, Road Town, Tortola, British Virgin Island	
Address of Principal Business Operations (Number and Street, City, State, Zipc/o Citco B.V.I. Limited, P.O. Box 662, Road Town, Tortola, British Virgin Islands	Code) Telephone Number (Including Area Code) (809) 494-2217
Brief Description of Business Primarily, acquisition of long and short positions.	
Type of Business Organization □ corporation □ limited partnership, already formed	☑ other (please specify): British Virgin Islands international business company
Actual or Estimated Date of Incorporation or Organization: Month Y 0 1 9 Unisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other for	IT II TI I TIME I W. LUUL
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (2-97)

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FINANCIAL

Page 1

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following ORMATION ABOUT OFFERING

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first,	if individual)				
TORTOLA CORPORATIO	ON COMPANY	LIMITED			
Business or Residence Add	ress (Number a	nd Street, City, State, Zi	p Code)		
c/o Citco Building, Wickha	ms Cay, Road T	own, Tortola, B.V.I.			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Add	ress (Number a	nd Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Adda	ress (Number a	nd Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)	·		,	
Business or Residence Addr	ress (Number ar	nd Street, City, State, Zip	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Adda	ress (Number ar	nd Street, City, State, Zip	o Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Add	ress (Number ar	nd Street, City, State, Zip	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)	·····			
Business or Residence Adda	ress (Number ar	nd Street, City, State, Zij	p Code)		
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101.0

1.	Has t	he issuer s	old. or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ering?			Yes No □ ⊠
			0.0, 0. 000							_			
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?								\$ 100,000*				
3	Does the offering permit joint ownership of a single unit?								Yes No ⊠ □				
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commis-												
7.	sion of to be list th or dea	or similar re listed is an e name of aler, you m	emuneration n associate the broken nay set fort	on for solici d person o	itation of p r agent of . If more the mation for	urchasers i a broker o nan five (5 that broke	n connection dealer re persons to or dealer	on with sale gistered wi o be listed only.	es of securi th the SEC	ties in the conditions and/or with	offering. If a state of such a	a person or states,	
Full Na	ame (I	ast name t	first, if indi	vidual)									
N/A													
Busine	ss or F	Residence	Address (N	Number and	l Street, Ci	ty, State, Z	ip Code)			····			
						•							
Name	of Ass	ociated Br	oker or De	aler		.,				, . <u>.</u>			
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Type of Security Debt \$O \$		• •			
check this box			F PROCEE	DS	
Type of Security Debt . SO_	1.	check this box \sqcup and indicate in the columns below the amounts of the securities offered for exchange and			
Equity S_000,000,000 \$ 67.349.100 Convertible Securities (including warrants) S		,			Amount Already Sold
Convertible Securities (including warrants) Partnership Interests Other (Specify		Debt	\$0		\$
Convertible Securities (including warrants) Partnership Interests Other (Specify		Equity	\$ 100,000,0	<u>000</u> \$	67,349,100
Partnership Interests		☑ Common ☐ Preferred			
Partnership Interests		Convertible Securities (including warrants)	\$		\$
Other (Specify		Partnership Interests	\$		
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter '0' if answer is "none" or "zero." Accredited Investors		•			\$
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Accredited Investors Accredited Investors Total (for fillings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering, Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Printing and Engraving Costs Legal Fees Sales Commissions (specify finders' fees separately) Sales Commissions (specify finders' fees separately)				—)00 \$	67,349,100
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Accredited Investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities so loby the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Sales Commissions (specify finders' fees separately) Sales Commissions (specify finders' fees separately)					
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Total (for filings under Rule 504 only)		Accredited Investors	22		\$ <u>67,349,100</u>
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Legal Fees					\$
Accounting Fees \$\square \\$ \square \\$ \quare \\$ \square \\$ \quare \\$				\boxtimes	\$50,000
Engineering Fees				\boxtimes	\$15,000
Sales Commissions (specify finders' fees separately)		-			\$
					\$
· · · · · · · · · · · · · · · · · · ·				\boxtimes	\$10,000
Total				\boxtimes	\$75,000

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Page 4

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors, & Atthiates. Salaries and fees. Purchase of real estate. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction of cleasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness. Working capital		C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PRO	CEEDS	
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(a) This is a commuous offering of shares in an offshore fund Figure represents the maximum value of shares offered and to be offered to US investors	(a)	This is a continuous offering of shares in an offshore fund Figure represents the maximum to US investors	value of s	hares offere	d and to be offered
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)